

Exhibit 12

MGB NCB
FILED

DEC 06 1982

JANE BURGIO
Secretary of State

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CERTIFICATE OF MERGER

OF

McNeil Consumer Products Company

INTO

Personal Products Company

* * * * *

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger:

ARTICLE ONE

The name of the corporation proposing to merge, and the name of the state under the laws of which such corporation is organized, is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
McNeil Consumer Products Company	Pennsylvania

ARTICLE TWO

The laws of Pennsylvania, the State under which such foreign corporation is organized, permit such merger and that the applicable provisions of the laws of said jurisdiction under which such foreign corporation was organized have been or, upon

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compliance with filing and recording requirements, will have been complied with.

ARTICLE THREE

The name of the surviving corporation shall be Personal Products Company and it shall be governed by the laws of the State of New Jersey.

The total authorized capital stock of the surviving corporation shall be twenty-five thousand (25,000) shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class as follows:

<u>Class</u>	<u>Series (if any)</u>	<u>Number of Shares</u>	<u>Par Value Per Share or statement shares are without par value</u>
Common	--	25,000	Without Par Value

The address of the surviving corporation's registered office is One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933, and the name of its registered agent at such address is J. TAYLOR WOODWARD, III.

ARTICLE FOUR

The following Plan of Merger was approved by the shareholders and directors of the undersigned domestic corporation in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the States under which it is organized: